

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**DECLARATION OF JOSEPH H. SMOLINSKY
IN SUPPORT OF MOTORS LIQUIDATION COMPANY GUC TRUST'S
REPLIES TO RESPONSES TO OMNIBUS OBJECTIONS
TO CLAIMS (WELFARE BENEFITS CLAIMS OF RETIRED
AND FORMER SALARIED AND EXECUTIVE EMPLOYEES)**

I, JOSEPH H. SMOLINSKY hereby declare as follows:

1. I am a partner at Weil, Gotshal & Manges LLP, Attorneys for Motors Liquidation Company GUC Trust (the "**GUC Trust**"), formed by the above-captioned debtors (collectively, the "**Debtors**")¹ in connection with the *Debtors' Second Amended Joint Chapter 11 Plan*, dated March 18, 2011. I respectfully submit this Declaration based upon my personal knowledge and my preparation of the documents in support of the GUC Trust's various omnibus objections to claims for welfare benefits of retired and former salaried and executive employees of the Debtors.

2. Attached herewith are true and correct copies of the following summary plan descriptions of welfare benefit plans and related publications provided to retired and former salaried and executive employees of the Debtors from time to time, intended to illustrate the

¹ The Debtors are Motors Liquidation Company (f/k/a General Motors Corporation) ("**MLC**"), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.), Remediation and Liability Management Company, Inc. ("**REALM**"), and Environmental Corporate Remediation Company, Inc. ("**ENCORE**").

consistent reservation of rights by the Debtors in their communications with their former employees and retirees, of their ability to amend, modify, suspend or terminate such welfare benefits at will in accordance with underlying plan documentation:

Annex	Name	Date of Publication	Reservation of Rights Page Number
A	Working With General Motors	August 1963	62
B	The General Motors Insurance Program – For Salaried Employees With Monthly Base Salaries Of Less Than \$750	May 1965	23
C	The General Motors Canadian Insurance Program - For Salaried Employees With Monthly Base Salaries Of \$700 Or More	September 1965	18
D	Working With General Motors	April 1966	34
E	Your GM Benefits	April 1966	3
F	The General Motors Insurance Program For Salaried Employees	1968	15
G	The General Motors Insurance Program For Salaried Employees	1971	22
H	Working With General Motors	June 1971	33
I	Your General Motors Retirement Program	1971	17
J	Highlights Of Your GM Benefits: A Handbook For Salaried Employees in the United States	November 1974	3
K	Working with General Motors	September 1977	35
L	Your Benefits In Retirement For General Motors Salaried Retirees And Eligible Survivors	November 1977	3
M	Working With General Motors	August 1982	32

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York
July 10, 2012

/s/ Joseph H. Smolinsky
JOSEPH H. SMOLINSKY